

INVUITY, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(Adopted on April 16, 2015)

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to identify individuals qualified to become members of the board of directors (the “Board”) of Invuity, Inc. (the “Company”) consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of shareholders, to develop and recommend to the Board a set of corporate governance guidelines (the “Corporate Governance Guidelines”) and to oversee the evaluation of the Board and management.

II. Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC, subject to any available exception. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee has the authority to retain any advisors, including any search firm to be used to identify director candidates, that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter and the purposes of the Committee, or delegated to it by the Board from time to time consistent with the Company’s bylaws.

IV. Duties and Responsibilities

1. *Director Nominees.* The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of shareholders.

2. *Criteria for Selecting Directors.* The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Corporate Governance Guidelines.

3. *Policies and Procedures.* The Committee shall consider, develop and recommend to the Board such policies and procedures with respect to the consideration of director nominees, including those recommended by stockholders, as may be desirable and appropriate in the discretion of the Committee and consistent with the Company's bylaws and the Corporate Governance Guidelines.

4. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board the Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

5. *Board and Management Evaluations.* The Committee will oversee the annual self-evaluations of the Board and management.

6. *Risk Management.* The committee shall support the Board's risk oversight responsibilities by reviewing and evaluating the Company's risk management processes with respect to the Company's corporate governance. The Committee shall discuss with management the Company's policies with respect to corporate governance risk assessment and risk management, the Company's significant corporate governance risk exposures and the actions management has taken to limit, monitor or control such exposures. At least quarterly, the Committee shall receive reports from management regarding the Company's assessment of its corporate governance risks. In addition, the Committee shall report regularly to the full Board and, together with the Board, consider the most significant corporate governance risks the Company faces and adopt general risk management strategies for the Company's management to implement with respect to the Company's corporate governance.

7. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, and the charters of the Company's other committees.

8. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

9. *Review of this Charter.* The Committee must periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.

VI. Disclosure

This Charter, as it may be amended from time to time, shall be posted on the Company's website.